

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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|-----------------------------------|---|-------------------------------|
| GUY CARPENTER & COMPANY, LLC and |) | |
| MARSH & McLENNAN COMPANIES, INC., |) | |
| |) | Case No. 07 - CV- 3580 (DC) |
| Plaintiffs, |) | |
| |) | |
| v. |) | |
| |) | DECLARATION OF JOHN P. |
| JULIAN SAMENGO-TURNER, RON |) | BARRY |
| WHYTE, and MARCUS HOPKINS, |) | |
| |) | |
| Defendants. |) | |
| |) | |

I, John P. Barry, hereby declare:

1. I am a member of Proskauer Rose LLP, attorneys for Defendants in the above-captioned matter. I submit this declaration in support of Defendants' application to stay the proceedings in this case pending resolution of the pending U.K. Action; for reconsideration and vacation of the Court's May 24, 2007 Order; for a stay of discovery pending resolution of the U.K. Action and the pending motion to dismiss plaintiffs' Complaint based upon insufficient personal jurisdiction and/or under the doctrine of forum *non conveniens*; and to amend the Order to certify that the matter is appropriate for immediate interlocutory appeal.

2. A true and correct copy of the pending motion to dismiss plaintiffs' Complaint (Notice of Motion, Memorandum of Law, Declaration of Ron Whyte, Declaration of John P. Barry with annexed exhibits, and Appendix of Unpublished Cases, labeled as pages 001 to 395) is attached as Exhibit A.

3. A true and correct copy of Defendant Whyte's Memorandum of Law and Declaration in opposition to plaintiffs' motion for expedited discovery (labeled as pages 01 to 33) is attached as Exhibit B.

4. A true and correct copy of the transcript of the scheduling conference held before the Court on May 18, 2007 is attached as Exhibit C.

5. A true and correct copy of the Court's Order, dated May 24, 2007, is attached as Exhibit D.

6. A true and correct copy of Defendants' Claim for a declaratory judgment and application for an anti-suit injunction (Part 8 Claim Form, Skeleton Argument on Behalf of Claimants, First Witness Statement of Katharine Clare Payne (without exhibits), Second Witness Statement of Katharine Clare Payne (without exhibits), and Application Notice for interim anti-suit injunction) filed with the High Court of Justice in London on 29 May 2007 is attached as Exhibit E.

7. A true and correct copy of Plaintiffs' cross-application requesting that Defendants be compelled to provide information and documents (Application Notice; Draft Order; Skeleton Argument of the First and Third [Plaintiffs]) filed with the High Court on 1 June 2007 is attached as Exhibit F.

8. A true and correct copy of Plaintiffs' opposition to Defendants' application for an anti-suit injunction (Witness Statement of Lynsey Mansfield (1 June 2007) and Skeleton Argument of the [Plaintiffs] (4 June 2007)) filed with the High Court and labeled as pages 01 to 33 is attached as Exhibit G.

9. A true and correct copy of Defendants' submission in reply to Plaintiffs' opposition (Third Witness Statement of Katharine Clare Payne, Skeleton Argument on behalf of Claimants) filed with the High Court on 5 June 2007 is attached as Exhibit H.

10. To date, the Complaint still has not been served upon Messrs. Samengo-Turner or Hopkins.

11. During off-the record discussions with the Court on May 18, 2007, Plaintiffs' counsel represented that Plaintiffs had no intention of filing suit against Defendants in England.

12. Marsh and GC were also presented as being interchangeable and Plaintiffs' counsel represented that all of Marsh's subsidiaries were included within the Bonus Contract's broad definition of "company" and that "MMC" referred to "subsidiaries or affiliates."

13. Plaintiffs' counsel also addressed Schedule II.D. and contended that the Court was fully equipped to apply English law.

14. On May 29, 2007, Plaintiff's counsel advised that Plaintiffs would not agree to limit the scope or duration of the depositions and insisted on nothing less than full seven-hour depositions of each Defendant as permitted by the Federal Rules.

15. A true and correct copy of the Declaration of Lynsey Mansfield (without exhibits), dated May 10, 2007 and submitted in support of Plaintiffs' application for expedited discovery, is attached as Exhibit I.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: Newark, New Jersey
June 6, 2007

/s/ John P. Barry
John P. Barry